

December 09, 2024

To,  
Corporate Communication Department  
BSE Limited  
Phiroze Jeejeeboy Towers,  
Dalal street, Mumbai - 400 001.  
BSE Security Code : 532528

Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051.  
NSE Symbol : DATAMATICS

**Sub.: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Acquisition**

Dear Sir/Madam,

With reference to the captioned subject, we would like to inform you that Lumina Datamatics Limited, a material wholly owned subsidiary of Datamatics Global Services Limited (“**the Company**”), has agreed to sign the Share Purchase Agreement, Shareholders Agreement and other agreements (“**Definitive Agreements**”) on December 09, 2024 to acquire 100% stake in TNQ Tech Private Limited (“**TNQTech**”), a Chennai based digital publishing technology and services company renowned for quality, efficiency, and innovation through purchase of shares from its existing shareholders in one or more tranches in accordance with the terms of Definitive Agreements. The said acquisition is subject to the fulfilment of various terms and conditions as specified in the Definitive Agreements.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is provided in **Annexure I**, enclosed herewith.

Kindly take the same on your records.

**For Datamatics Global Services Limited**

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**Divya Kumat**  
**President, Chief Legal Officer and Company Secretary**  
**(FCS: 4611)**



## Annexure I

### Disclosure under sub-para (1) i.e. Acquisition(s) (including agreement to acquire) of Para (A) of Part (A) of Schedule III to the Regulation 30 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Sr. No	Particulars	
1	Name of the target entity, details in brief such as size, turnover etc.;	<p>TNQ Tech Private Limited (“TNQTech” or “Target”) (CIN: U62099TN2023PTC158704) is engaged in the business of providing pre-press publishing services, design services, software development services and software maintenance services to leading international publishers of scientific, technology and medical journals and books including technology solutions (products) to commercial, open access and learned societies who publish journals and books. Its innovative approach to publishing and content technology, combined with a strong focus on technological advancements, has led to several patents for its products.</p> <p>The Regional Director at Chennai vide its order dated 12<sup>th</sup> December 2023, approved scheme of arrangement between TNQ Technologies Pvt Ltd (Demerged Company) and TNQ Tech Pvt Ltd (Resulting Company) with appointed date effective from 1<sup>st</sup> October 2023.</p> <p><b>Turnover:</b> The turnover of TNQ Tech Pvt Ltd for the year from October 2023 till September 2024 was: Rs. 289.49 Cr.</p> <p>From 1<sup>st</sup> October 2023 to 31<sup>st</sup> March 2024: Rs 141.82 Cr. [Audited]</p> <p>From 1<sup>st</sup> April 2024 to 30<sup>th</sup> September 2024: Rs. 147.67 Cr [Unaudited Provisional].</p>
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	<p>TNQ is an Independent company. The Promoter / Promoter Group / Group Companies of the Company have no interest in the Target Entity. Therefore, the proposed acquisition shall not fall within related party transactions(s).</p>
3	Industry to which the entity being acquired belongs;	<p>Pre-press Publishing technology and related services.</p>
4	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>This acquisition will collectively strengthen us to over 6,500 employees globally and establish us as amongst the dominant service providers in the world of digital content. In combination with our existing capabilities at being at the</p>



		<p>forefront of content workflows by managing the entire publishing process – from online content creation to product delivery, this acquisition will enable us to strengthen our suite of AI-enabled technology and products which are used by some of the largest commercial publishers, prestigious learned societies, associations, and university presses, and marquee customers through them, by millions of authors.</p> <p>Post-acquisition, TNQ will become stepdown subsidiary of Datamatics Global Services Limited.</p>
5	Brief details of any governmental or regulatory approvals required for the acquisition;	Not applicable.
6	Indicative time period for completion of the acquisition;	<p>Subject to fulfilment of terms and conditions as under the Definitive Agreements:</p> <p>(i) <b>Completion date for the first tranche (80% of the shareholding):</b> First Closing is expected to occur on or before 31<sup>st</sup> December 2024, subject to any extension as per the terms of Definitive Agreements.</p> <p>(ii) <b>Completion date for the second tranche (20% of the shareholding):</b> Second Closing is expected to occur on or before 31<sup>st</sup> July 2026, subject to any extension as per the terms of Definitive Agreements.</p>
7	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash Consideration in tranches.
8	Cost of acquisition or the price at which the shares are acquired;	The First Tranche purchase consideration of INR 336,00,00,000/- (Rupees Three Hundred Thirty-Six Crores) payable on or before 31 <sup>st</sup> December, 2024. The Second Tranche consideration payable on or before July 31, 2026 on the basis of EBITDA multiple applied to the Audited Financials of year ended March 31, 2026 and other parameters as more specifically prescribed in the Definitive Agreements.
9	Percentage of shareholding / control acquired and / or number of shares acquired;	The Company has agreed to acquire 80% shareholding of the Target in the First Tranche. Balance 20% shareholding of Target to be acquired over a period of 19 months from the completion of First Tranche, subject to any



		extension as per the terms of Definitive Agreements.
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p><b>Background:</b> TNQ Tech Private Limited (CIN: U62099TN2023PTC158704) is Publishing technology and services company renowned for quality, efficiency, and innovation.</p> <p>Its innovative approach to digital publishing and content technology, has led to several patents for its products.</p> <p><b>Date of Incorporation:</b> 10<sup>th</sup> March, 2023</p> <p>The Regional Director at Chennai vide its order dated 12<sup>th</sup> December 2023, approved scheme of arrangement between TNQ Technologies Pvt Ltd (Demerged Company) and TNQ Tech Pvt Ltd (Resulting Company) with appointed date effective from 1<sup>st</sup> October 2023.</p> <p><b>Details of Turnover:</b></p> <p>The turnover of TNQ Tech Pvt Ltd for the year from October 2023 till September 2024 was: Rs. 289.49 Cr.</p> <p>From 1<sup>st</sup> October 2023 to 31<sup>st</sup> March 2024: Rs 141.82 Cr. [Audited]</p> <p>From 1<sup>st</sup> April 2024 to 30<sup>th</sup> September 2024: Rs. 147.67 Cr [Unaudited Provisional].</p> <p><b>Locations in which acquired entity has presence:</b> India, Europe and North America.</p>